

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

THE TRAVELERS COMPANIES, INC.
and ST. PAUL FIRE AND MARINE
INSURANCE COMPANY,

Plaintiffs,

v.

OLD MUTUAL PLC,

Defendant.

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Civ. No. 1:18-cv-02171 (RA)

ORDER TO SHOW CAUSE

Upon consideration of the Complaint, the Memorandum of Law in Support of Plaintiffs' Motion for Preliminary Injunction and Expedited Discovery, and the accompanying Declaration of Bryce L. Friedman together with all exhibits thereto, it is hereby:

ORDERED, that Defendant Old Mutual plc show cause before the United States District Court for the Southern District of New York, located at 500 Pearl Street, New York, New York, Courtroom 1506, on March 2_, 2018 at _____ a.m., why an order should not be entered, pursuant to Rule 65 of the Federal Rules of Civil Procedure, granting a preliminary injunction to Plaintiffs and, during the pendency of this action, enjoining Defendant's "managed separation" and enjoining Defendant from making any further transfers of its assets or other property to its subsidiaries or third-parties or otherwise disposing of its assets or other property; and it is further

ORDERED that service of this Order to Show Cause, together with the papers on which it was granted, shall be deemed good and sufficient service if made on Defendant in accordance with section 7 of the Indemnification Agreement, dated as of September 28, 2001, on

or before 5:00 o'clock p.m. E.T. on March 13, 2018, specifically, service shall be deemed to have been duly given on the date delivered by hand or by courier service such as Federal Express, or by other messenger (or, if delivery is refused, upon presentment) or upon electronic confirmation of facsimile transmission to: Old Mutual plc, Lansdowne House, 57 Berkeley Square, 3rd Floor, London, W1J 6ER, United Kingdom, Attn: Martin C. Murray, Company Secretary, Facsimile: 011-44-207-569-0209, with a copy to: Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York, 10153, Attn: Ellen J. Odoner, Joseph T. Verdesca, Facsimile: (212) 310-8007, and a copy to: Old Mutual plc, 5th Floor, Millennium Bridge House, 2 Lambeth Hill, London, EC4V 4GG, United Kingdom, Attn: Company Secretary; and it is further

ORDERED that answering papers, if any, shall be electronically filed and served by electronic mail on March 19, 2018; and it is further

ORDERED that reply papers, if any shall be electronically filed and served by electronic mail on March 23, 2018; and it is further

ORDERED that, sufficient reason having been shown therefor, Plaintiffs' motion for expedited discovery pursuant to Rule 26(d) of the Federal Rules of Civil Procedure is GRANTED, and Defendant shall immediately begin production on a rolling basis immediately and with a substantial portion of production completed by March 19, 2018 and all production completed by March 21, 2018; a deposition of Defendant Old Mutual plc pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure, a deposition of Old Mutual plc's Group Risk Officer, and a deposition of Old Mutual plc's Director of Managed Separation shall take place on or before March 23, 2018 in New York, New York.

New York, New York
March __, 2018

SO ORDERED:

United States District Judge